

0100436005



**Union Tank Car Company**

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

RECORDATION NO. 7949 - T, U  
FILED 1425

NOV 22 1994 8 45 AM

INTERSTATE COMMERCE COMMISSION

November 10, 1994

Interstate Commerce Commission  
12th St. & Constitution Ave., N.W.  
Washington, DC 20423

Attn: Ms. Mildred R. Lee  
Room 2303

Re: Equipment Trust Agreement (Series 12)  
Recordation No. 7949

Dear Ms. Lee:

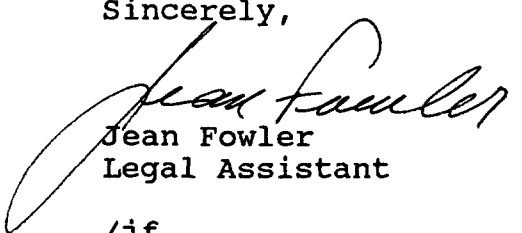
Enclosed are the original and two certified copies of the Tenth Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and PNC Bank, N.A., formerly known as Pittsburgh National Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff  
Enclosures

UTC4066

T, U



**Union Tank Car Company**

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

0700436005

⑧  
\$168.00

RECORDATION NO. 7949-T, U FILED 1425

NOV 22 1994 -8 45 AM

INTERSTATE COMMERCE COMMISSION

November 17, 1994

Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Mildred R. Lee  
Room 2303

Re: Equipment Trust Agreements:  
Series 12, Recordation No. 7949  
Series 16, Recordation No. 10497  
Series P-2, Recordation No. 9911  
Series P-8, Recordation No. 15888

LICENSING BRANCH

NOV 22 8 44 AM '94

RECEIVED  
OFFICE OF THE  
SECRETARY

Dear Ms. Lee:

We recently sent to your office for recordation, documents in each of the captioned Equipment Trust Agreements.

We received a telephone call from your office advising that the recordation fee has increased from \$18 to \$21 per document, and that we had paid only the former amount. Accordingly, enclosed are four (4) checks, each in the amount of \$6, to cover the increase in recordation fees for each of the captioned Equipment Trust Agreements.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

*Jean Fowler*  
Jean Fowler  
Legal Assistant

/jff  
Enclosures

RECORDATION NO. 9911-W, X FILED 1425

NOV 22 1994 -8 45 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10497-Y, Z FILED 1425

NOV 22 1994 -8 45 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 15888-G, H FILED 1425

NOV 22 1994 -8 45 AM

INTERSTATE COMMERCE COMMISSION



A MEMBER OF THE MARMON GROUP OF COMPANIES

# Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

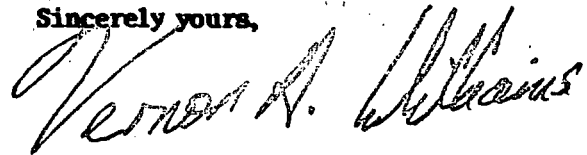
NOVEMBER 22, 1994

JEAN FOWLER, LEGAL ASSISTANT  
UNION TANK CAR COMPANY  
225 WEST WASHINGTON STREET  
CHICAGO ILLINOIS 60606

Dear MS. FOWLER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/22/94 at 8:45AM, and assigned recordation number(s). 7949-T, U; 9911-W, X; 10497-Y, Z; 15888-G, H.

Sincerely yours,

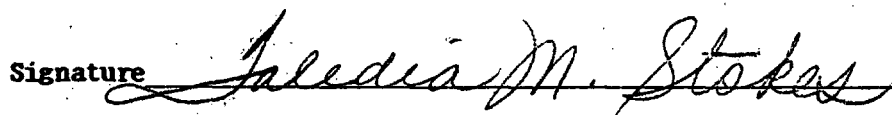


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

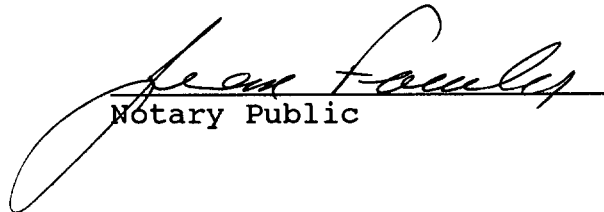


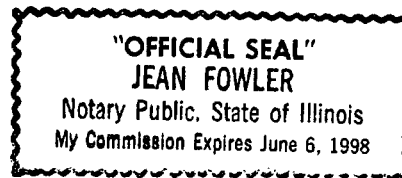
STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Tenth Supplemental Trust Agreement dated as of July 31, 1994, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 7th day of November, 1994.

  
Notary Public



NOV 22 1994 - 8 45 AM

INTERSTATE COMMERCE COMMISSION  
TENTH SUPPLEMENTAL TRUST AGREEMENT

## UNION TANK CAR COMPANY (SERIES 12)

THIS TENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1994, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and PNC Bank, N.A., formerly known as Pittsburgh National Bank ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of June 1, 1975, providing for the issue of its Equipment Certificates (Series 12) in the aggregate principal amount of \$50,000,000.

B. Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.


3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original.


Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

  
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert-W. Webb, Secretary

PNC BANK, N.A.,  
formerly known as  
Pittsburgh National Bank

By: \_\_\_\_\_

  
R. E. Ernst  
Vice President

Attest:

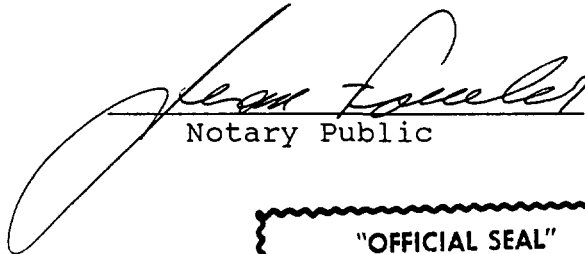
  
Trust Officer

UTC2044

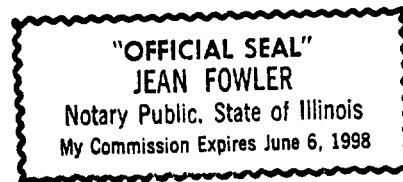
Amy R. Howcroft  
Assistant Vice President

STATE OF ILLINOIS     )  
                              )   SS  
COUNTY OF COOK        )

On October 28, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


  
Notary Public

(SEAL)

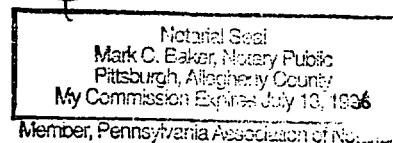


STATE OF PENNSYLVANIA)   SS  
COUNTY OF ALLEGHENY)

On this 4 day of NOV, 1994, before me personally came R S ERNST, to me known, who, being by me duly sworn, did depose and say that he/she is VICE PRES of PNC Bank, N.A., one of the corporations described in and which executed the foregoing instrument; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he/she signed his/her name thereto by like order.

  
Notary Public

(SEAL)



UTC2044

PROGRAM ACTB1025      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      08/01/94  
 SCHEDULE A - DESCRIPTION OF EQUIPMENT  
 FOR SUBSTITUTION  
 CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
4	TP	25,000	UTLX98042, UTLX98057, UTLX98060, UTLX98073

-----  
 4 TOTAL



PROGRAM ACTB1027      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      08/01/94  
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
 TERMINATED EQUIPMENT  
 CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	GONG	4,000	UNPX102020, UNPX102151
1	TA	13,500	UTLX12624
3	TM	13,500	UTLX72680, UTLX72692, UTLX72695
1	TM	13,700	UTLX13683
1	TM	14,500	UTLX14973
1	TM	16,000	UTLX25214
2	TM	17,000	UTLX72374, UTLX72504
5	TM	20,000	UTLX155, UTLX46683, UTLX57919-UTLX57920, UTLX57969
2	TM	23,500	UTLX75513, UTLX75793

-----  
18 TOTAL